

(Department of Corporations Use Only)

Fee paid \$ _____

Receipt No. _____

DEPARTMENT OF CORPORATIONS FILE NO., if any: _____

Insert File Number(s) of Previous Filings
Before the Department, if any.

1

COMMISSIONER OF CORPORATIONS
STATE OF CALIFORNIA

**FIRST NOTICE OF TRANSACTION
PURSUANT TO CORPORATIONS CODE SECTION 25102(n)**

FEE: \$600.00

See Corporations Code Section 25608(x)

1. Name of Issuer: _____

2. Address of Issuer: _____
Street City State ZIP

Mailing Address: _____
Street City State ZIP

3. Area Code and Telephone Number: _____

4. Incorporation or organization of the Issuer. Check one:

() Issuer is a California corporation.

() Issuer is a foreign corporation subject to Corporations Code
Section 2115. Issuer's state (or other jurisdiction) of
incorporation or organization: _____.

() Issuer is another form of business entity organized under the
laws of California (specify): _____.

5. Title of class or classes of securities to be sold in the transaction: _____

6. Type of filing under Securities Act of 1933, if applicable: _____

7. Distribution of Disclosure Statements. Check one:

() Disclosure statements will be provided to each purchaser at least
five business days before the securities are sold to the
purchaser; or

() Disclosure statements will not be provided based on the fact that
all purchasers fall within Rule 206.102.13.

8. Filing of Disclosure Statements. Check one:

- () Copies of the disclosure statements and subscription agreements are attached; or
- () Copies of the disclosure statements and subscription agreements will be filed with the Commissioner within 10 days of filing this notice. Failure to comply with this request may result in an administrative penalty of up to \$1,000.

9. General Announcement of the Offering. Check one:

- () A general announcement of the offering was not made and will not be made.
- () A copy of the general announcement of the offering is enclosed with this notice.

Date of Publication: _____

Method of Publication (e.g., newspaper, other publications, Internet): _____

10. Undertaking: The issuer undertakes to deliver the disclosure statement required by paragraph (4) of Corporations Code Section 25102(n) to be delivered to specified qualified purchasers, and any supplement thereto, to the Commissioner within 10 days of the Commissioner's request for the information.

11. Date of First Notice: _____

_____ Issuer

() Check if issuer already has a _____

consent to service of process _____

on file with the Commissioner. **Authorized Signature on behalf of Issuer**

Print name and title of signatory

Name, Address, and Phone number of contact person:

Instruction: Each issuer (other than a California Corporation) filing a notice under Section 25102(n) must also file a consent to service of process (Form 260.165), unless it already has a valid consent to service on file with the Commissioner.

INSTRUCTIONS FOR FILING THE FIRST NOTICE

1. The notices are to provide information on transactions conducted under the Section 25102(n) exemption from the qualification requirements of Section 25110 of the Corporate Securities Law of 1968. The form is not designed to indicate whether or not the transaction complies with the requirements of those exemptions but only to provide notice to the Commissioner that the exemption is being relied on. See, Corporations Code Section 25163. This exemption is not available for transactions where the issuer has failed to file the First Notice of Transaction or has failed to pay the required filing fee.

2. When to File the First Notice. A First Notice of Transaction must be filed with the Commissioner of Corporations concurrent with the publication of the general announcement of the proposed offering or at the time of the initial offer of securities, whichever occurs first, accompanied by \$600 filing fee. A Second Notice of Transaction must be filed within ten business days following the close or abandonment of the proposed offering, but in any case no more than 210 days from the date of the filing of the First Notice of Transaction.

3. The Notice may be filed in person or by mail at any office of the Department.

The Heading. If the issuer has previously qualified securities with the Department, insert the file number of the qualification in the upper right hand corner of the form in the space provided. The fee for filing the First Notice of Transaction is \$600.00.

Item 1. Give the issuer's legal name.

Item 2. Give the street address, and the mailing address if different, of the issuer's principal place of business.

Item 3. Give the telephone number of issuer's principal place of business.

Item 4. Indicate the incorporation or organization of the issuer. Only entities organized in California (other than foreign corporations subject to Corporations Code Section 2115) may claim this exemption. If the issuer is a foreign corporation subject to Corporations Code Section 2115, provide the name of the jurisdiction where issuer is domiciled. If the issuer is another form of business entity organized under the laws of California, specify the type of business entity.

Item 5. Set forth the name or title of each class or type of security to be sold in the transaction.

Item 6. If the transaction was registered under the Securities Act of 1933, insert "registered". If conducted pursuant to an exemption from registration under that Act which requires a filing with the Securities and Exchange Commission, indicate the number of the rule pursuant to which the filing was made. If no such filing was required, insert "none".

Item 7. Indicate whether or not disclosure statements will be distributed.

Item 8. Indicate if disclosure statements are attached to the notice or if they will be submitted within 10 days.

Item 9. Indicate how the general announcement of the offering was made.

Item 10. Sets forth the undertaking language required by Corporations Code Section 25102(n)(7).

Item 11. Date and Signature. The notices should be signed by an authorized officer, director, general partner or trustee of the issuer (or a person occupying a position with the issuer of equivalent responsibility) or by the authorized attorney of the issuer. If the person the Department is to contact in the event of questions concerning the transaction is different from the signer, insert the contact person's name, telephone number and correspondence address in the spaces provided. Otherwise, provide this information with respect to the signer.

Filing Fee. Each First Notice under 25102(n) must be accompanied by the filing fee required by Section 25608(x) of the Code.

Corporations Code Section 25165 requires each issuer, other than a California corporation, to file a consent to service of process with the Notices filed pursuant to Section 25102(n) unless it already has a consent to service on file with the Commissioner. Use Form 260.165 (see Rule 260.165, Title 10, California Code of Regulations).